

Voyager Digital, LLC
Debtor

Case No. 22-10945
Reporting Period: November 2022

MONTHLY OPERATING REPORT
TABLE OF CONTENTS

Supporting Documentation	Page #
MOR Global Notes	1-2
Cash Receipts & Disbursements	3
Balance Sheet	4
Statement of Operations	5
Payments to Insiders	6
Bank Accounts	7

Voyager Digital, LLC
Debtor

Case No. 22-10945
Reporting Period: November 2022

MONTHLY OPERATING REPORT

Notes to the Monthly Operating Report

This report includes activity from the following Debtors and their related Case Numbers:

Debtor	Case Number
Voyager Digital, LLC	22-10945

Notes to the MOR:

On July 5th, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 6, 2022, the court entered an order [Docket No. 18] authorizing joint administration and procedural consolidation of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On July 19, 2022, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Creditors Committee”) [Docket No. 102]. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

The Debtors are filing their Monthly Operating Report solely for the purposes of complying with the monthly operating reporting requirements applicable in the Debtors’ chapter 11 cases. The financial and supplemental information contained herein is presented on a preliminary and unaudited basis, remains subject to future adjustments and may not comply in all material respects with generally accepted accounting principles in the United States of America (“U.S. GAAP”) or International Financial Reporting Standards (“IFRS”). This Monthly Operating Report should not be relied on by any persons for information relating to future financial conditions, events, or performance of any of the Debtors or their affiliates.

The financial information has been derived from the books and records of the Debtors. This information, however, has not been subject to certain procedures that would typically be applied to financial information in accordance with U.S. GAAP or IFRS, and upon application of such procedures, the Debtors believe that the financial information could be subject to changes, which could be material. The information furnished in this report includes primarily normal recurring adjustments, but does not include all adjustments that would typically be made for financial statements prepared in accordance with U.S. GAAP or IFRS. The preparation of the Financial Statements and MOR required the Debtors to make commercially reasonable estimates and assumptions with respect to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities at month end, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ from such estimates.

The Debtors reserve all rights to amend or supplement this Monthly Operating Report in all respects, as may be necessary or appropriate. Nothing contained in this Monthly Operating Report shall constitute a waiver of any of the Debtors’ rights or an admission with respect to their chapter 11 cases.

Notes to MOR Part 1:

For the avoidance of doubt, the bank accounts, cash balances and associated cash receipts and disbursements set forth do not include cash held in the “for the benefit of” accounts (“FBO Accounts”) maintained by Metropolitan Commercial Bank (“MC Bank”), as described in the Cash Management Motion and the FBO Motion. As discussed in the FBO Motion, the Debtors do not have a legal or equitable interest in the cash held in the FBO Accounts; such held funds are owned by the Debtors’ customers.

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Debtor

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MONTHLY OPERATING REPORT

Notes to the Monthly Operating Report

This report includes activity from the following Debtors and their related Case Numbers:

Debtor	Case Number
Voyager Digital, LLC	22-10945

Notes to the MOR:

Notes to MOR Part 2 & MOR Part 4

The information contained in MOR Part 2 & MOR Part 4 is provided to fulfill the requirements of the Office of the United States Trustee. All information contained in MOR Part 2 & MOR Part 4 is unaudited and subject to future adjustment.

As discussed in Notes to MOR Part 1, cash balances do not include cash held in the FBO Accounts. The Debtors made certain adjustments to reflect the impact of removing FBO Accounts from cash balances. As such, balance sheet liabilities may include the unfunded deficit between the cash held in FBO Accounts and the fiat payable to customers.

Prepetition unsecured debt includes the value of crypto assets payable to customers based on underlying crypto portfolio prices as of November 30, 2022.

Selling expenses included herein primarily relate to the amortization of prepaid marketing arrangements.

Other expenses primarily relate to the unrealized gain/loss recognized as a result of change in the fair value of crypto assets held.

Notes to MOR Part 5

The Debtors have received approval to pay bankruptcy or non-bankruptcy professionals in the month of November. As such, applicable invoices from bankruptcy professionals were paid when due.

Notes to MOR Part 6:

The Debtors have received approval to pay prepetition tax and fee obligations, including, without limitation, sales, use, franchise, and income taxes as well as other governmental taxes, fees, and assessment due in the normal course of business through certain First Day Motions. As such, the applicable taxes had been paid when due except for amounts that are in dispute, if any.

The Debtors are current on post-petition payables, taking into consideration pending credits and adjustments and disputes that arise in the ordinary course of business.

Voyager Digital, LLC
Debtor

Case No. 22-10945
Reporting Period: November 2022

PART 1
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Debtor name:	Voyager Digital, LLC
Case number:	22-10945
CASH BEGINNING OF MONTH	76,717,763
RECEIPTS	
Miscellaneous Receipts	68,086
TOTAL RECEIPTS	68,086
DISBURSEMENTS	
Salaries & Wages	-
Employees Benefits	-
Software and Infrastructure	993,880
3rd Party Consultants	1,122,858
Other Operating Items	205,151
Bankruptcy Professional Fees	4,561,564
Other Non-Operating	-
TOTAL DISBURSEMENTS	6,883,453
TRANSFERS	
Transfer To #0238	(6,100,000)
TOTAL TRANSFERS	(6,100,000)
NET CASH FLOW	
(RECEIPTS LESS DISBURSEMENTS)	(12,915,367)
CASH END OF MONTH	63,802,396

Voyager Digital, LLC
Debtor

Case No. 22-10945
Reporting Period: November 2022

PART 2
BALANCE SHEET (UNAUDITED)

Debtor name:	Voyager Digital, LLC
Case number:	22-10945
Line item	Current Period
ASSETS	
Cash and cash equivalents	63,802,397
Cash held for customers	-
Crypto assets held	1,139,768,690
Crypto assets loaned	7,185
Crypto assets collateral received	-
Other current assets	12,890,114
TOTAL CURRENT ASSETS	1,216,468,385
Investments in Subsidiaries	-
Due from (to) related parties	(269,134,360)
Goodwill and intangible assets	-
Other non-current assets	1,005
TOTAL ASSETS	947,335,031
LIABILITIES AND EQUITY	
Crypto assets payable to customers	1,701,734,034
Crypto assets collateral payable	-
Crypto assets borrowed	-
Warrant liability	-
Other current liabilities	27,944,464
TOTAL CURRENT LIABILITIES	1,729,678,499
Other non-current liabilities	-
TOTAL LIABILITIES	1,729,678,499
Share capital	76,218,807
Treasury shares	-
Share-based payments reserve	-
Warrant reserve	-
Other comprehensive loss	-
Retained deficit	(858,562,275)
TOTAL EQUITY	(782,343,468)
TOTAL LIABILITIES & EQUITY	947,335,031

Voyager Digital, LLC
Debtor

Case No. 22-10945
Reporting Period: November 2022

PART 3
STATEMENT OF OPERATIONS (UNAUDITED)

Debtor name:	Voyager Digital, LLC
Case number:	22-10945
Line Item	Current period
REVENUES	
Fee from crypto assets loaned ¹	7,185
Staking revenue ²	262,540
TOTAL REVENUES	269,725
EXPENSES	
Cost of revenue	246,585
Compensation and employee benefits	2,063,455
Share-based payments	-
Professional and consulting fees	7,048,201
Marketing and sales	190,936
General and administrative	2,332,901
Depreciation & amortization	-
TOTAL EXPENSES	11,882,078
INCOME (LOSS) BEFORE OTHER INCOME (LOSS)	(11,612,353)
OTHER INCOME (LOSS)	
Interest income from related party	-
Change in fair value of crypto assets held	42,022,420
Fees on crypto assets borrowed	-
Interest expense from related party	(2,460,578)
Taxes	-
TOTAL OTHER INCOME (LOSS)	39,561,843
NET INCOME (LOSS)	27,949,490

(1) Represents accrued interest on loans that have been recalled as of Nov-22

(2) Reflects accounting true-up entry for staking revenue earned prior to Nov-22. As a result of reporting limitations, Nov-22 staking revenue will be recorded in Dec-22

Voyager Digital, LLC
Debtor

Case No. 22-10945
Reporting Period: November 2022

SCHEDULE OF PAYMENTS MADE TO INSIDERS

Insider Name	Current Title	November Payments	Cumulative Payments
Jill Frizzley	Director	30,000.00	120,000.00
Tim Pohl	Director	30,000.00	120,000.00
Total		60,000.00	240,000.00

Voyager Digital LLC
Debtor

Case No. 22-10945
Reporting Period: November 2022

BANK ACCOUNTS

Debtor name:	Bank name	Account type	Account number (last four digits)	Period-end bank balance	Currency
Voyager Digital LLC	Metropolitan Commercial Bank	Disbursement Account	0246	363,542.59	USD
Voyager Digital LLC	Metropolitan Commercial Bank	Operating Account	3989	58,238,502.86	USD
Voyager Digital LLC	Signature Bank	Operating Account	5047	4,610,885.67	USD
Voyager Digital LLC	Silvergate Bank	Operating Account	0017	0.00	USD
Voyager Digital LLC	Silvergate Bank	Trading Settlement Account	2484	0.00	USD
Voyager Digital LLC	Metropolitan Commercial Bank	Debit Card Settlement Account	8835	89,465.24	USD
Voyager Digital LLC	Metropolitan Commercial Bank	Debit Card Reserve Account	8762	500,000.00	USD
TOTAL BANK BALANCE (USD)				63,802,396.36	USD

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In Re. Voyager Digital, LLC § Case No. 22-10945
§
§
§ Lead Case No. 22-10943
Debtor(s) §
§
§ Jointly Administered

Monthly Operating Report

Chapter 11

Reporting Period Ended: 11/30/2022 Petition Date: 07/05/2022
Months Pending: 5 Industry Classification:

5	2	3	9
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Reporting Method: Accrual Basis Cash Basis
Debtor's Full-Time Employees (current): 0
Debtor's Full-Time Employees (as of date of order for relief): 0

Supporting Documentation (check all that are attached):

(For jointly administered debtors, any required schedules must be provided on a non-consolidated basis for each debtor)

- Statement of cash receipts and disbursements
- Balance sheet containing the summary and detail of the assets, liabilities and equity (net worth) or deficit
- Statement of operations (profit or loss statement)
- Accounts receivable aging
- Postpetition liabilities aging
- Statement of capital assets
- Schedule of payments to professionals
- Schedule of payments to insiders
- All bank statements and bank reconciliations for the reporting period
- Description of the assets sold or transferred and the terms of the sale or transfer

/s/ Steve Ehrlich

Signature of Responsible Party

12/15/2022

Date

Steve Ehrlich

Printed Name of Responsible Party

33 Irving Place, 3rd Floor, New York, NY 10003

Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Debtor's Name Voyager Digital, LLC

Case No. 22-10945

Part 1: Cash Receipts and Disbursements

	Current Month	Cumulative
a. Cash balance beginning of month	\$76,717,763	
b. Total receipts (net of transfers between accounts)	\$68,086	\$13,124,869
c. Total disbursements (net of transfers between accounts)	\$12,983,453	\$46,394,699
d. Cash balance end of month (a+b-c)	\$63,802,396	
e. Disbursements made by third party for the benefit of the estate	\$0	\$0
f. Total disbursements for quarterly fee calculation (c+e)	\$12,983,453	\$46,394,699

Part 2: Asset and Liability Status

(Not generally applicable to Individual Debtors. See Instructions.)

	Current Month
a. Accounts receivable (total net of allowance)	\$0
b. Accounts receivable over 90 days outstanding (net of allowance)	\$0
c. Inventory (Book <input type="radio"/> Market <input type="radio"/> Other <input checked="" type="radio"/> (attach explanation))	\$0
d. Total current assets	\$1,216,468,385
e. Total assets	\$947,335,031
f. Postpetition payables (excluding taxes)	\$22,499,768
g. Postpetition payables past due (excluding taxes)	\$0
h. Postpetition taxes payable	\$0
i. Postpetition taxes past due	\$0
j. Total postpetition debt (f+h)	\$22,499,768
k. Prepetition secured debt	\$0
l. Prepetition priority debt	\$0
m. Prepetition unsecured debt	\$1,707,178,731
n. Total liabilities (debt) (j+k+l+m)	\$1,729,678,499
o. Ending equity/net worth (e-n)	\$-782,343,468

Part 3: Assets Sold or Transferred

	Current Month	Cumulative
a. Total cash sales price for assets sold/transferred outside the ordinary course of business	\$0	\$0
b. Total payments to third parties incident to assets being sold/transferred outside the ordinary course of business	\$0	\$0
c. Net cash proceeds from assets sold/transferred outside the ordinary course of business (a-b)	\$0	\$0

Part 4: Income Statement (Statement of Operations)

(Not generally applicable to Individual Debtors. See Instructions.)

	Current Month	Cumulative
a. Gross income/sales (net of returns and allowances)	\$269,725	
b. Cost of goods sold (inclusive of depreciation, if applicable)	\$246,585	
c. Gross profit (a-b)	\$23,140	
d. Selling expenses	\$190,936	
e. General and administrative expenses	\$4,963,469	
f. Other expenses	\$-42,022,420	
g. Depreciation and/or amortization (not included in 4b)	\$0	
h. Interest	\$2,460,578	
i. Taxes (local, state, and federal)	\$0	
j. Reorganization items	\$6,481,088	
k. Profit (loss)	\$27,949,490	\$-28,622,062

Part 5: Professional Fees and Expenses

a.			Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative
	Debtor's professional fees & expenses (bankruptcy) <i>Aggregate Total</i>		\$0	\$0	\$4,561,564	\$13,729,777
<i>Itemized Breakdown by Firm</i>						
i	Stretto	Other	\$0	\$0	\$0	\$3,628,899
ii	Quinn Emanuel	Local Counsel	\$0	\$0	\$881,536	\$2,279,913
iii	Kirkland & Ellis	Lead Counsel	\$0	\$0	\$3,515,888	\$6,510,503
iv	Berkeley Research Group	Financial Professional	\$0	\$0	\$0	\$1,146,322
v	U.S. Trustee	Other	\$0	\$0	\$164,140	\$164,140
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Debtor's Name Voyager Digital, LLC

Case No. 22-10945

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Debtor's Name Voyager Digital, LLC

Case No. 22-10945

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b.			Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative
	Debtor's professional fees & expenses (nonbankruptcy) <i>Aggregate Total</i>		\$0	\$0	\$0	\$5,010
	<i>Itemized Breakdown by Firm</i>					
i	Firm Name	Role				
i	Day Pitney LLP	Other	\$0	\$0	\$0	\$698
ii	Seyfarth Shaw LLP	Other	\$0	\$0	\$0	\$4,312
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Debtor's Name Voyager Digital, LLC

Case No. 22-10945

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Debtor's Name Voyager Digital, LLC

Case No. 22-10945

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Debtor's Name Voyager Digital, LLC

Case No. 22-10945

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c.							
c.	All professional fees and expenses (debtor & committees)		\$0	\$0	\$4,561,564	\$13,734,787	

Part 6: Postpetition Taxes

	Current Month	Cumulative
a. Postpetition income taxes accrued (local, state, and federal)	\$0	\$0
b. Postpetition income taxes paid (local, state, and federal)	\$0	\$0
c. Postpetition employer payroll taxes accrued	\$0	\$0
d. Postpetition employer payroll taxes paid	\$0	\$0
e. Postpetition property taxes paid	\$0	\$0
f. Postpetition other taxes accrued (local, state, and federal)	\$0	\$0
g. Postpetition other taxes paid (local, state, and federal)	\$0	\$0

Part 7: Questionnaire - During this reporting period:

- a. Were any payments made on prepetition debt? (if yes, see Instructions) Yes No
- b. Were any payments made outside the ordinary course of business without court approval? (if yes, see Instructions) Yes No
- c. Were any payments made to or on behalf of insiders? Yes No
- d. Are you current on postpetition tax return filings? Yes No
- e. Are you current on postpetition estimated tax payments? Yes No
- f. Were all trust fund taxes remitted on a current basis? Yes No
- g. Was there any postpetition borrowing, other than trade credit? (if yes, see Instructions) Yes No
- h. Were all payments made to or on behalf of professionals approved by the court? Yes No N/A
- i. Do you have:
 Worker's compensation insurance?
 If yes, are your premiums current? Yes No
 Casualty/property insurance?
 If yes, are your premiums current? Yes No N/A (if no, see Instructions)
 General liability insurance?
 If yes, are your premiums current? Yes No N/A (if no, see Instructions)
- j. Has a plan of reorganization been filed with the court? Yes No
- k. Has a disclosure statement been filed with the court? Yes No
- l. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930? Yes No

Debtor's Name Voyager Digital, LLC

Case No. 22-10945

Part 8: Individual Chapter 11 Debtors (Only)

a. Gross income (receipts) from salary and wages	\$0
b. Gross income (receipts) from self-employment	\$0
c. Gross income from all other sources	\$0
d. Total income in the reporting period (a+b+c)	\$0
e. Payroll deductions	\$0
f. Self-employment related expenses	\$0
g. Living expenses	\$0
h. All other expenses	\$0
i. Total expenses in the reporting period (e+f+g+h)	\$0
j. Difference between total income and total expenses (d-i)	\$0
k. List the total amount of all postpetition debts that are past due	\$0
l. Are you required to pay any Domestic Support Obligations as defined by 11 U.S.C § 101(14A)?	Yes <input type="radio"/> No <input checked="" type="radio"/>
m. If yes, have you made all Domestic Support Obligation payments?	Yes <input type="radio"/> No <input type="radio"/> N/A <input checked="" type="radio"/>

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information, and provision of this information is mandatory under 11 U.S.C. §§ 704, 1106, and 1107. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6). The United States Trustee will also use this information to evaluate a chapter 11 debtor's progress through the bankruptcy system, including the likelihood of a plan of reorganization being confirmed and whether the case is being prosecuted in good faith. This information may be disclosed to a bankruptcy trustee or examiner when the information is needed to perform the trustee's or examiner's duties or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Monthly Operating Report and its supporting documentation are true and correct and that I have been authorized to sign this report on behalf of the estate.

/s/ Steve Ehrlich

Signature of Responsible Party

Co-Founder and CEO; Voyager Digital Ltd

Title

Steve Ehrlich

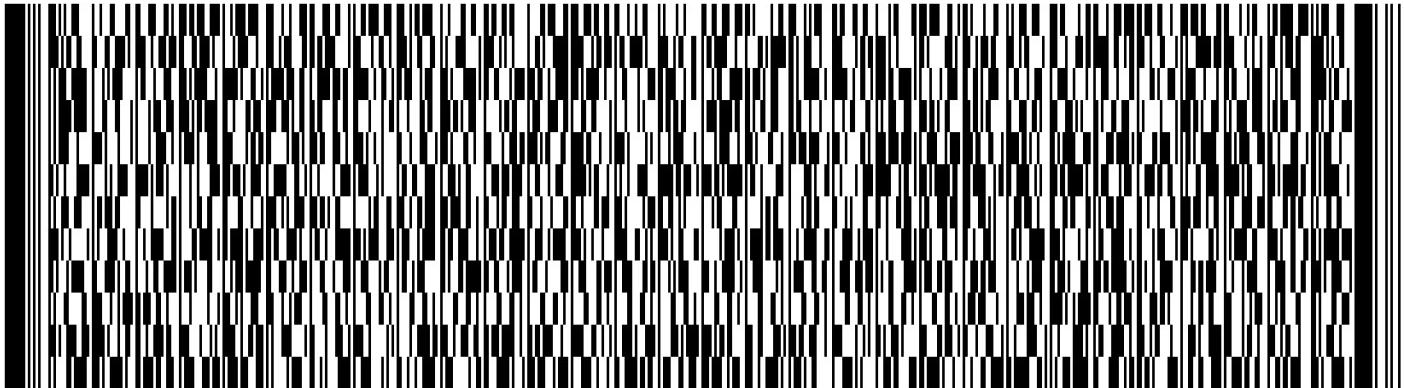
Printed Name of Responsible Party

12/15/2022

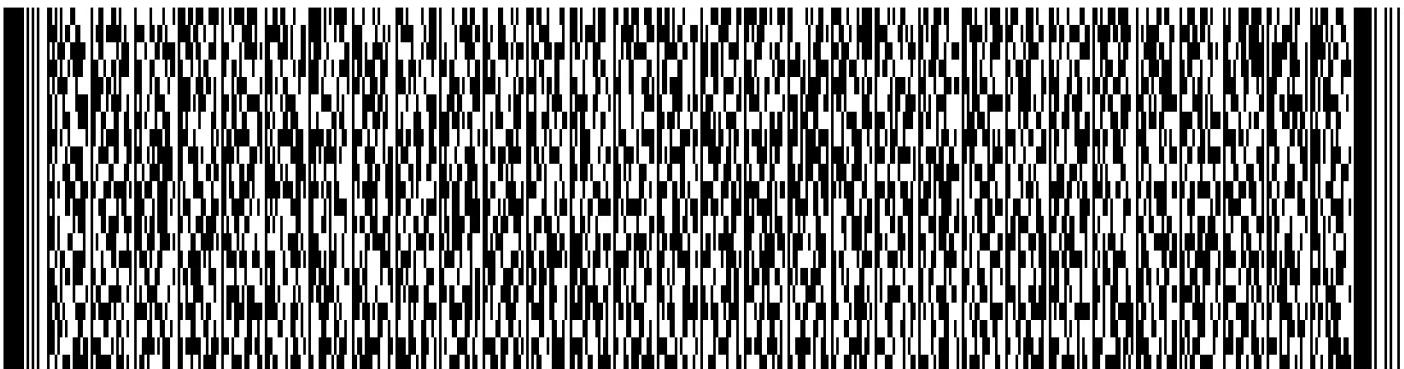
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Debtor's Name Voyager Digital, LLC

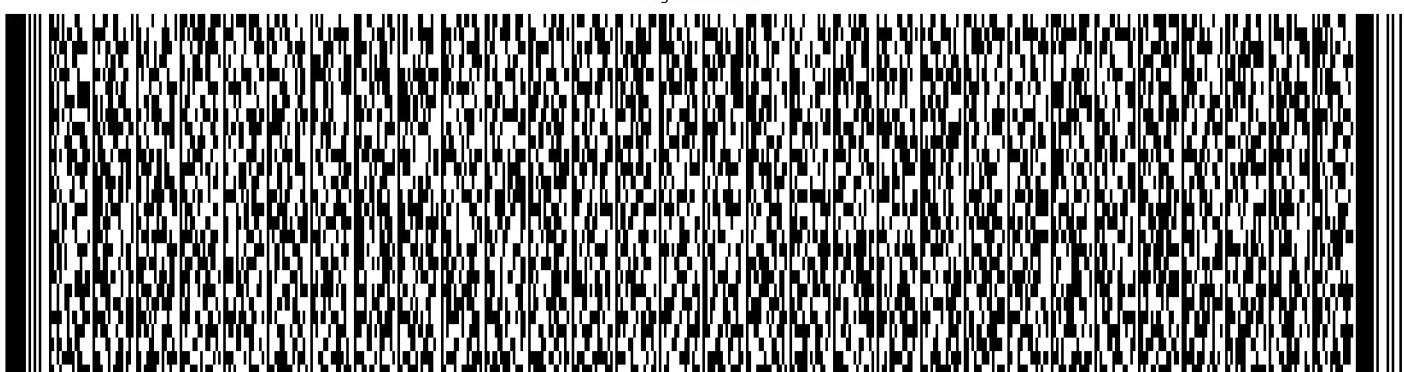
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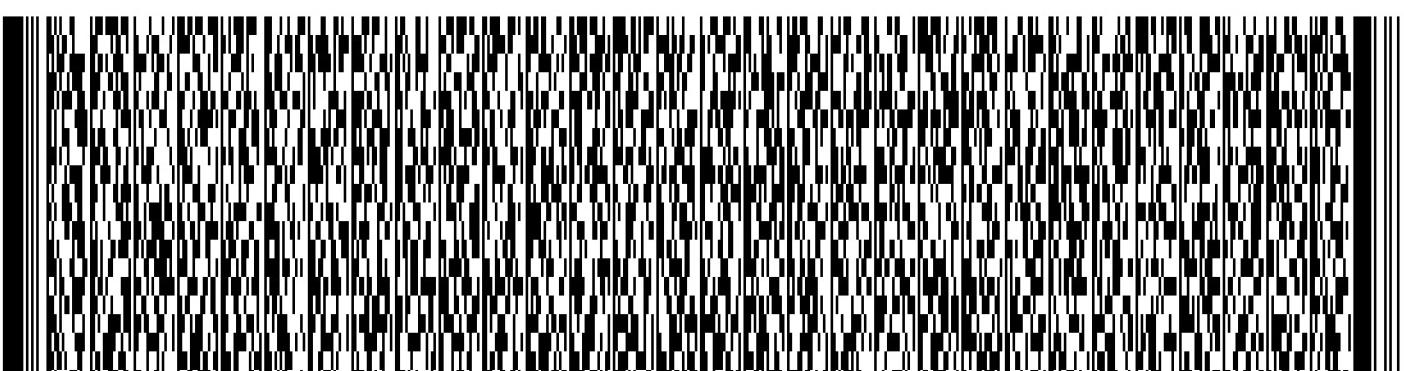
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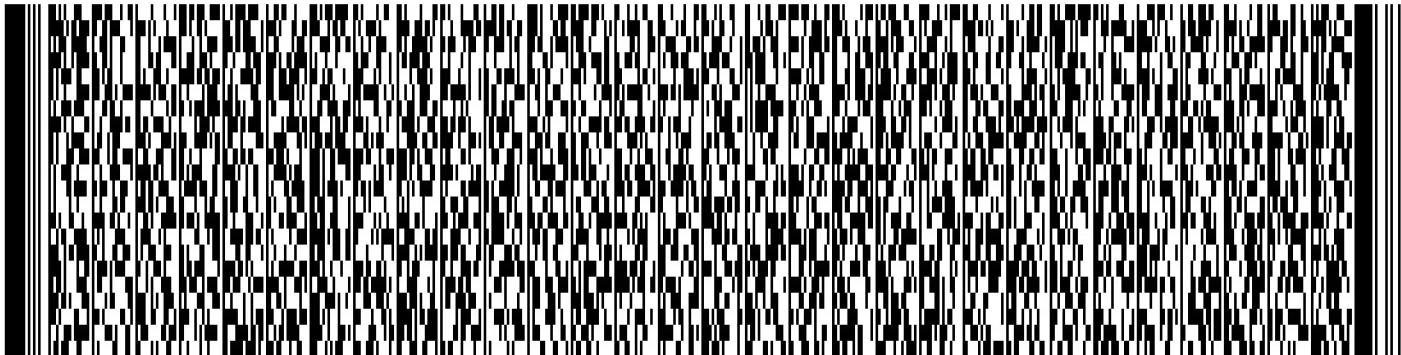
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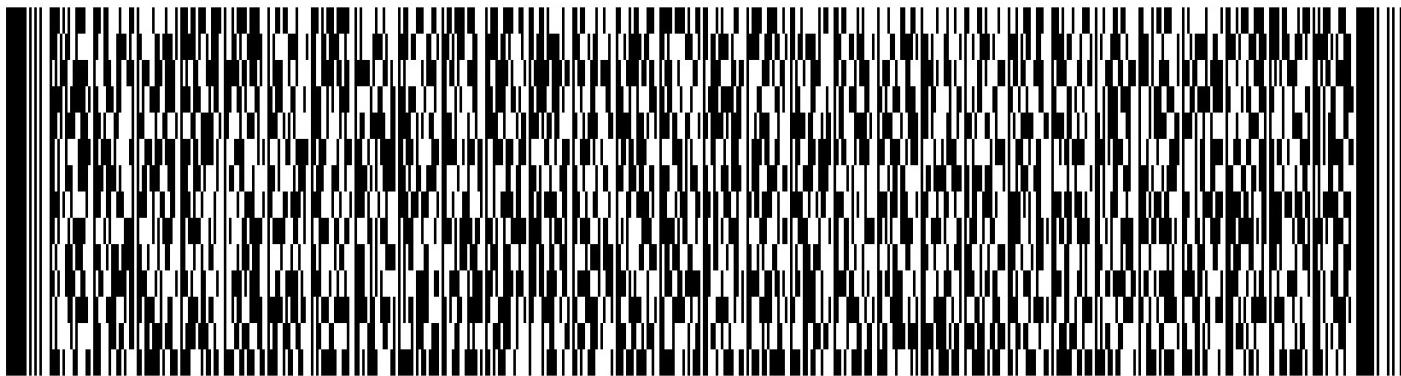
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Debtor's Name Voyager Digital, LLC

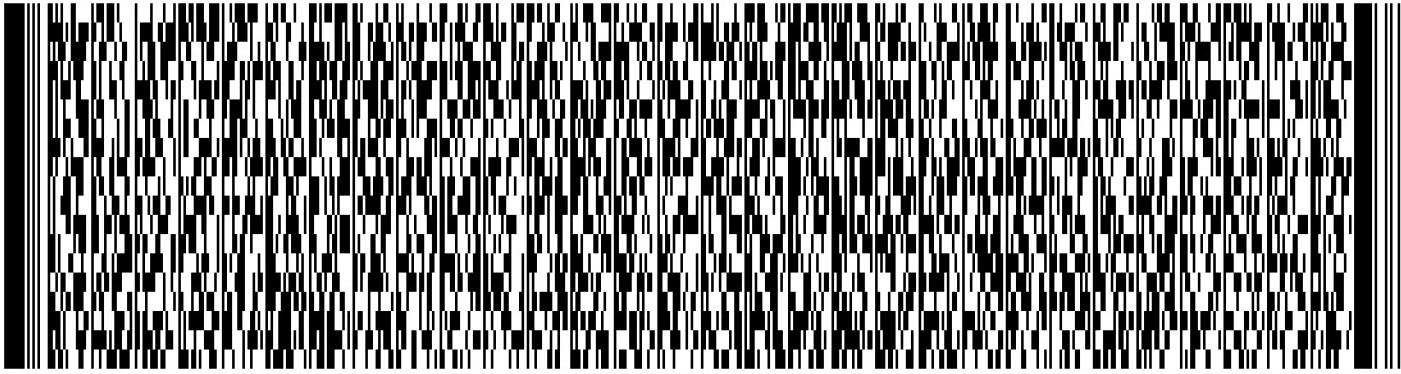
Case No. 22-10945



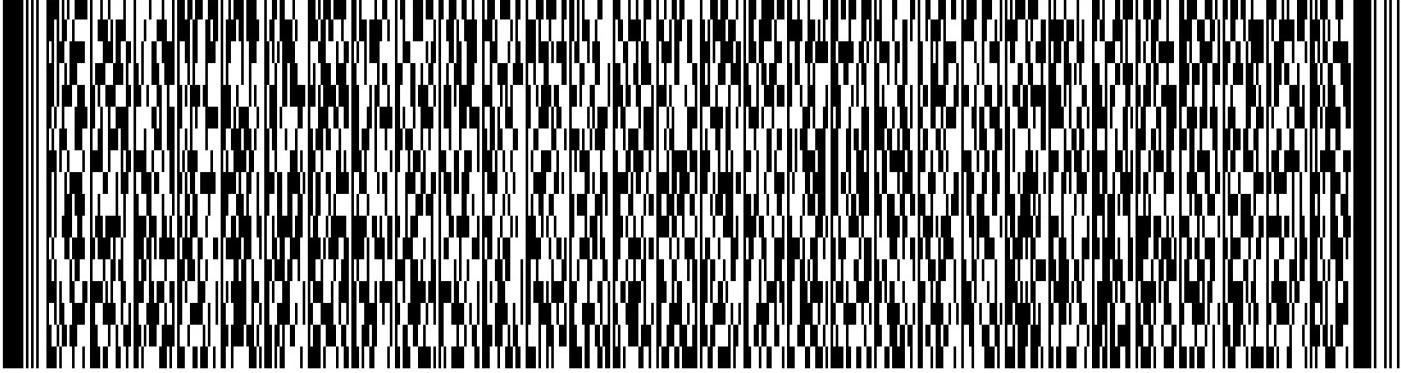
Bankruptcy1to50



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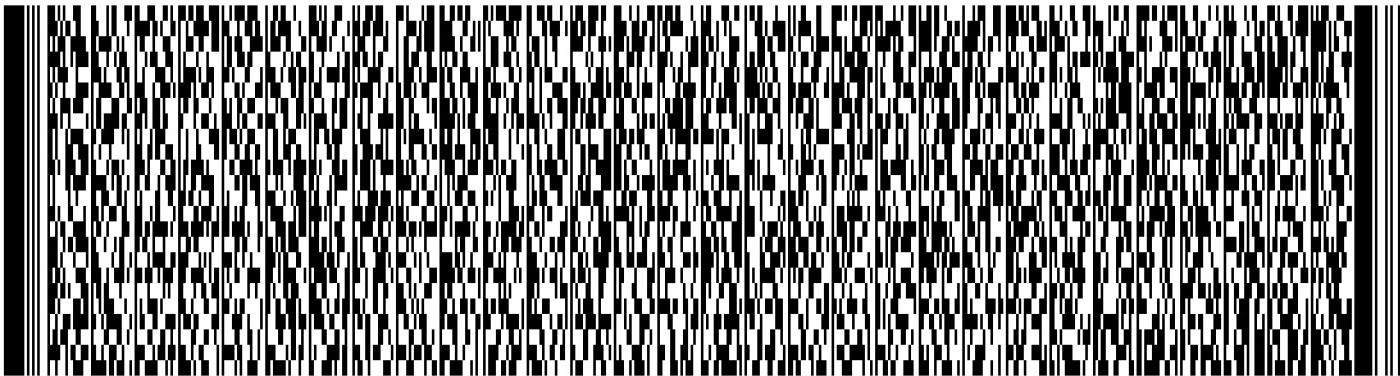
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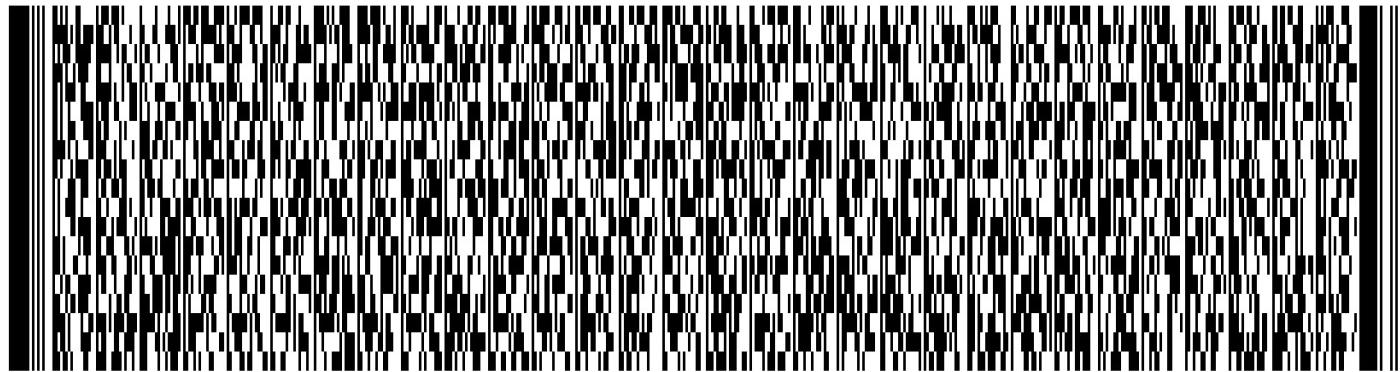
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Debtor's Name Voyager Digital, LLC

Case No. 22-10945



PageThree



PageFour